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EXECUTIVE SECRETARY

Charles L. Howorth, Jr.
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January 24, 2001

Mr. Eddie Roberson
Chief, Consumer Services
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee

RE: Thousand-Block Number Pooling, TRA Docket 00-00851

Dear Eddie:

This will serve to summarize and confirm our discussions of January 23, 2001.

As we have previously stated on several occasions, BellSouth supports number conservation measures provided that these measures are based on standard industry practices, allow a reasonable time frame for implementation, and sufficiently address cost recovery measures. We have no over-arching objections to the Authority's decision of September 26, 2000 to order thousand block number pooling in the 615 and 901 NPAs, and we have made every effort to comply with this order. However, we are unable to meet the Authority's implementation date of March 1, 2001 for the 615 NPA, and we filed a Petition for Reconsideration on December 27, 2000 explaining the limitations and requesting that the Authority simply change the implementation date for BellSouth from March 1, 2001 to May 4, 2001. In support of that Petition, we filed responses to the Staff's data request on January 16, 2001, providing additional information on these limitations.

As you are also aware, the FCC issued Public Notice on January 11, 2001 establishing a comment cycle for the TRA's request for delegated authority in the 615 NPA. Comments are due by February 12, 2001, with responses due by February 28, 2001. Unless we get the relief on the implementation date as requested in our Petition for Reconsideration, we will have no choice but to file comments with the FCC, since this matter is still in their jurisdiction. Additionally, we may have to take other steps as necessary to avoid being found in violation of the Authority's Order.

(2)

Based on our discussions with you, BellSouth proposes that the Authority address our Petition for Reconsideration, with the following two modifications, at the next Directors' Conference scheduled for February 6, 2001:

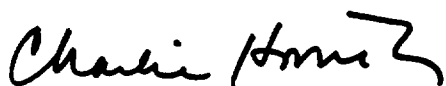
1. BellSouth agrees to implement thousand-block number pooling in the 615 NPA by May 4, 2001 in cooperation with the rest of the industry and the Pooling Administrator and without waiting for the FCC to act on the TRA's request for additional delegated authority; and
2. BellSouth further agrees to include the 1AESS switches at Nashville Inglewood and Memphis Westwood in number pooling under the arrangement covered by the Florida Public Service Commission order (Order PSC-01-0051-PAA-DP, Docket 981444-TP, issued January 8, 2001) attached to Item 8 of our Response to the Staff's Data Request.

Approval of BellSouth's Petition as modified above will remove any need for BellSouth to file comments under the FCC's Public Notice or to take any other steps to avoid being found in violation of the Authority's Order on March 1, 2001.

We believe that this proposal is fair and will enable us to move ahead with our implementation of thousand-block number pooling in the 615-NPA in a reasonable manner. We appreciate your willingness to meet with us earlier this week and believe that those discussions were quite beneficial in resolving the critical issues involved in this matter.

Please contact me or Paul Stinson at 214-3839 if there are any questions.

Yours truly,

A handwritten signature in black ink, appearing to read "Charlie Hume", with a stylized flourish at the end.